

Form 1023 Checklist**(Revised October 2004)****Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code**

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- ☒ Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- ☒ Employer Identification Number (EIN)
- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- ☐ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|--|------------|--|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule D | Yes ___ No <input checked="" type="checkbox"/> | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

RECEIVED
ATTORNEY GENERAL'S OFFICE
JAN 27 2011
Registry of
Charitable Trusts

☒ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.

- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) _____
- Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law _____

☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.

- Signature at Part XI of Form 1023.

☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

May 31, 2006

SFCESS
1095 Market St, Suite 504
San Francisco, California, 94103

To: Internal Revenue Service

To Whom it May Concern:

Request to Expedite:

I am requesting that you expedite this application for Recognition of Exemption. There are two Grant Makers who have requested that San Francisco Coalition of Essential Small Schools file a Letter of Intent or Intent to Apply. In order for these two Grant Makers to direct funds to the organization based on our grant request, we must have non-profit status.

Thank you for this consideration.

Greg Peters

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at **www.irs.gov** for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)
San Francisco Coalition of Essential Small Schools		
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)
1095 Market St,	504	applied for
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)
San Francisco CA 94103-1628		06
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 415-992-5007
a Name: Gregory Peters		c Fax: (optional)
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
9a Organization's website: www.sfcess.org		
b Organization's email: (optional) gpeter@sfcess.org		
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 6/24/2005		
12 Were you formed under the laws of a foreign country ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the country.		

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1** Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ **Yes** ☐ **No**
- 2** Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ **Yes** ☒ **No**
- 3** Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- 4a** Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- b** Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ **Yes** ☐ **No**
- 5** Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ **Yes** ☐ **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article IV, Paragraph A ☐
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☐
- 2b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 1, Article V, Paragraph 1
- 2c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a** List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Gregory Peters	Executive Director	3230 Suter St. Oakland, CA 94602	\$85,000
Beth Silbergeld	Chief Financial Officer	166 Lexington St. San Francisco, CA 94110	0
Victoria Li	Deputy Director	555 Franklin St. San Francisco, CA 94102	0
Judith Borelli	Secretary	168 Santa Ynez Ave. San Francisco, CA 94112	0

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Greg Peters	Executive Director	3230 Suter St Oakland CA 94602	\$85,000

- c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ Yes ☒ No

- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ Yes ☒ No

- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ Yes ☐ No
- b** Do you or will you approve compensation arrangements in advance of paying compensation? ☒ Yes ☐ No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ Yes ☐ No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ Yes ☐ No
- e Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☒ Yes ☐ No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ Yes ☐ No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. ☒ Yes ☐ No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?

Note: A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No

- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. ☐ Yes ☒ No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. ☐ Yes ☒ No

- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. ☒ Yes ☐ No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. ☐ Yes ☒ No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☒ Yes ☐ No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☒ Yes ☐ No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☐ Yes ☒ No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☐ Yes ☒ No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. ☐ Yes ☒ No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☐ Yes ☒ No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ Yes ☒ No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☐ Yes ☒ No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ Yes ☒ No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ Yes ☒ No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ Yes ☒ No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

4a Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) ☒ **Yes** ☐ **No**

- | | |
|---|--|
| <input type="checkbox"/> mail solicitations | <input type="checkbox"/> phone solicitations |
| <input type="checkbox"/> email solicitations | <input type="checkbox"/> accept donations on your website |
| <input type="checkbox"/> personal solicitations | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations |
| <input type="checkbox"/> foundation grant solicitations | <input type="checkbox"/> Other |

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ **Yes** ☒ **No**

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ **Yes** ☒ **No**

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☒ **Yes** ☐ **No**

5 Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ **Yes** ☒ **No**

6a Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ **Yes** ☒ **No**

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

b Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ **Yes** ☒ **No**

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ **Yes** ☒ **No**

b Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☒ **Yes** ☐ **No**

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ Yes ☒ No
- 12a** Do you or will you operate in a **foreign country** or **countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ Yes ☒ No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☒ Yes ☐ No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ Yes ☐ No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. ☐ Yes ☐ No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ Yes ☐ No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ Yes ☒ No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ Yes ☐ No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ Yes ☐ No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ Yes ☐ No

Part VIII Your Specific Activities (Continued)

- 15 Do you have a **close connection** with any organizations? If "Yes," explain. ☒ **Yes** ☐ **No**
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain. ☐ **Yes** ☒ **No**
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain. ☐ **Yes** ☒ **No**
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain. ☐ **Yes** ☒ **No**
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. ☐ **Yes** ☒ **No**
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C. ☐ **Yes** ☒ **No**
- 21 Do you or will you provide **low-income housing** or housing for the **elderly** or **handicapped**? If "Yes," complete Schedule F. ☐ **Yes** ☒ **No**
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. ☐ **Yes** ☒ **No**

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From <u>7/1/05</u> To <u>6/30/06</u>	(b) From <u>7/1/06</u> To <u>6/30/07</u>	(c) From <u>7/1/07</u> To <u>6/30/08</u>	(d) From To	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	65,000	70,000	75,000		
	2 Membership fees received					
	3 Gross investment income	100	100	100		
	4 Net unrelated business income					
	5 Taxes levied for your benefit					
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					
	8 Total of lines 1 through 7	65,100	70,100	75,100		
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	65,400	70,400	75,400		
	10 Total of lines 8 and 9	130,500	140,500	150,500		
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	12 Unusual grants	130,500				
	13 Total Revenue Add lines 10 through 12	130,500	140,500	150,500		
Expenses	14 Fundraising expenses					
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
	16 Disbursements to or for the benefit of members (attach an itemized list)					
	17 Compensation of officers, directors, and trustees					
	18 Other salaries and wages	97,000	107,000	127,000		
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)	12,000	12,000	12,000		
	21 Depreciation and depletion					
	22 Professional fees	500	500	500		
	23 Any expense not otherwise classified, such as program services (attach itemized list)	17,250	19,000	21,000		
	24 Total Expenses Add lines 14 through 23	126,750	138,500	150,500		

Part IX Financial Data (Continued)**B. Balance Sheet (for your most recently completed tax year)**

		Year End:
		(Whole dollars)
Assets		
1	Cash	1 2500 -
2	Accounts receivable, net	2 0
3	Inventories	3 0
4	Bonds and notes receivable (attach an itemized list)	4 0
5	Corporate stocks (attach an itemized list)	5 0
6	Loans receivable (attach an itemized list)	6 0
7	Other investments (attach an itemized list)	7 0
8	Depreciable and depletable assets (attach an itemized list)	8 0
9	Land	9 0
10	Other assets (attach an itemized list)	10 0
11	Total Assets (add lines 1 through 10)	11 2500 -
Liabilities		
12	Accounts payable	12 0
13	Contributions, gifts, grants, etc. payable	13 0
14	Mortgages and notes payable (attach an itemized list)	14 0
15	Other liabilities (attach an itemized list)	15 0
16	Total Liabilities (add lines 12 through 15)	16 0
Fund Balances or Net Assets		
17	Total fund balances or net assets	17 2500 -
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18 2500 -
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input type="checkbox"/> Yes <input type="checkbox"/> No	

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. ☒ Yes ☐ No
If you are unsure, see the instructions.

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☒ Yes ☐ No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☒ No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☒ Yes ☐ No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐

b 509(a)(1) and 170(b)(1)(A)(ii)—a **school**. Complete and attach Schedule B. ☐

c 509(a)(1) and 170(b)(1)(A)(iii)—a **hospital**, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

Part X Public Charity Status (Continued)

- e** 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f** 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g** 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☐
- h** 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i** A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling. ☐

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

.....
(Signature of Officer, Director, Trustee, or other authorized official)

.....
(Type or print name of signer)

.....
(Date)

.....
(Type or print title or authority of signer)

For Director, Exempt Organizations

By

Date

- b Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____ ☐

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ Yes ☒ No

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$500. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$150. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☒ **Yes** ☐ **No**
If "Yes," check the box on line 2 and enclose a user fee payment of \$150 (Subject to change—see above).
If "No," check the box on line 3 and enclose a user fee payment of \$500 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$150 (Subject to change). ☐
- 3 Check the box if you have enclosed the user fee payment of \$500 (Subject to change). ☒

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

**Please
Sign
Here**


(Signature of Officer, Director, Trustee, or other
authorized official)

G. Peters
(Type or print name of signer)

5/29/06
(Date)

Executive Director
(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 10-2004)

ARTICLES OF INCORPORATION

I.

The name of this corporation is "San Francisco Coalition of Essential Small Schools" (SF-CESS)

II.

- A. This corporation is a nonprofit **PUBLIC BENEFIT CORPORATION** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for **PUBLIC** purposes.
- B. The specific purpose of this corporation is to *assist our schools and their communities to develop and sustain as small and high performing schools. We will achieve our mission by providing coaching and technical assistance in the high-leverage areas of:*
- *Thoughtful School Design and Professional Development;*
 - *Powerful Teaching and Learning;*
 - *Caring Community Connections for additional Student Support, and*
 - *Explicit, Shared and Leveraged Instructional Leadership.*
- San Francisco Coalition of Essential Small Schools will be achieving its mission when the schools we serve are functioning as learning communities in which every child is known well and whose practices, based in inquiry, are explicitly focused on equity and achievement.*

III.

The name & address in the State of California of this corporation's initial agent for service of process is:

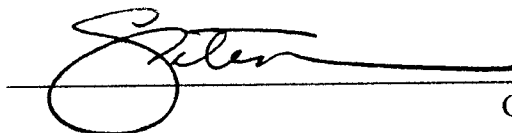
Name: Gregory Peters
Address: 3230 Suter Street
City: Oakland State: California Zip: 94602

IV.

- A. This corporation is organized and operated exclusively for **charitable** purposes within the meaning of section 501 (c) (3), Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V.

The property of this corporation is irrevocably dedicated to **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution of or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax exempt status under the 501 (c) (3), Internal Revenue Code.



Gregory Peters, Incorporator



SAN FRANCISCO COALITION OF ESSENTIAL SMALL SCHOOLS

BYLAWS

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ARTICLE V – SF-CESS BOARD OF TRUSTEES

Section A: SF-CESS Board Role

The Board is responsible for **broad** policy, accountability and support of SF-CESS and delegates responsibility for day-to-day operations to the Executive Director and staff of SF-CESS. Specific expectations (e.g. fundraising goals, network participation) will be communicated to Trustees via a job description that will be based on the needs of SF-CESS and which Trustees will review prior to being elected. The Board shall exercise its powers, subject to limitations of the California Nonprofit Public Benefit Law, the Articles of Incorporation and these Bylaws. The Board receives no compensation other than reasonable expenses.

Section B: Number of Trustees

The Board shall have no fewer than **three** and up to **fifteen** Trustees.

Section C: Meetings

1. Time and Place: The Board shall meet **at least quarterly**. Quarterly meetings will take place within the last two weeks of **September, December, March and June**. Meetings shall take place at the principal office of SF-CESS or at another reasonably convenient and agreed upon place and time. Additionally, Trustees will meet quarterly with their assigned committees at a time and place to be established by the committee.
2. Annual Meeting: The Board shall set the date, time and place of the regular Annual Meeting.
3. Quorum: A quorum must be attended by **at least 40%** of the Board before business can be transacted or motions made or passed. Trustees may participate in a Board meeting through use of a conference telephone or similar communication equipment so long as all Trustees participating in such meeting can hear/ communicate with one another. Participation in a Board meeting pursuant to this section constitutes presence in person at such meeting.
4. Meeting Practices: Meeting agendas and practices will adhere to requirements set forth by the Brown Act and will align with and reflect the **10 Common Principles of CES** and the **Mission and Vision of SF-CESS**. To this goal, the Chair will identify a Facilitator for Board meetings, exempting the Secretary, on a rotating basis to ensure all Trustees have the opportunity to develop leadership skills and experience.
5. Meeting Topics: The Executive Director will work with the Board Development Committee to create systemic agendas for Board meetings (Focus Work, business, committee reports, etc.) In general, Focus Work will cover the following topics unless the Executive Director and Board Development Committee decide otherwise:
 - a. *September*: Strategic Plan - A year in preview to re-orient SF-CESS Board to SF-CESS mission and focused efforts and then for Board to identify related needs, committees and goals
 - b. *December*: Fundraising
 - c. *March*: Program and Board Review including evaluations, elections; needs assessment, etc.
 - d. *June*: Prep for Next Year including approve budget, evaluation and contract; officer and new member elections; individual/ committee self assessments

Section F: Committees

1. **Standing Committees:** There shall be four standing committees – the **Board Development, Finance, Public Relations, and Steering Committees**.
 - a. **Board Development Committee:** The **Board Vice-Chair** is the chair of the Board Development Committee, which shall consist of **at least three members** including the Executive Director. The committee shall be responsible to develop diverse and valued nominees for board elections and board committees, to plan Board training, and to inform Board Meeting agendas.
 - b. **Finance Committee.** The **Treasurer** is chair of the Finance Committee, which includes **at least three other Trustees**. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Trustees. The Board must approve the budget, and all expenditures must be within the budget. The Board or the Steering Committee must approve any major change in the budget. The Finance Committee will submit quarterly reports to the Board showing income, expenditures and pending income. The financial records of SF-CESS are public information and shall be made available to the Board and the public.
 - c. **Public Relations:** The **Board Secretary** is the chair of the Public Relations Committee, which shall consist of **at least three members**. The Public Relations Committee is responsible to establish and foster communication and relationships that are essential to the positive promotion of the SF-CESS mission and vision. Such work may include the development of promotional materials, regular media contact and seeking opportunities for active stewardship within the local network and the larger community.
 - d. **Steering Committee:** The **Board Chair** is the chair of the Steering Committee. The **four officers** and the **Executive Director** serve as the members of the Steering Committee. The Steering Committee shall develop a process and use it to review the performance of the Executive Director annually. Except for the power to amend the Articles of Incorporation and Bylaws, the Steering Committee shall have all of the powers and authority of the Board of Trustees in the intervals between meetings of the Board of Trustees, subject to the direction and control of the Board of Trustees.
2. **Ad Hoc Committees:** There shall be at least one ad hoc committee – the **Personnel Committee**. The Board may create additional ad hoc committees as needed, such as trustee education or data collection. The Board Chair, with input from the Executive Director, appoints all committee chairs.
 - a. **Personnel Committee:** The **Board Chair** is the chair of the Personnel Committee. This ad-hoc committee will consist of at least three Trustees (not to include the Executive Director other than as an advisor.) The Personnel Committee is responsible to interview and oversee evaluation for the Executive Director position, and make recommendations to the Board. The Executive Director is responsible for hiring and supervising all other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy including wage and benefits guidelines.
3. **Committee Members:** Committee chairs must be Trustees. The Board and its committees may seek persons outside the Board to serve on any committee, other than the Steering Committee, as a **SF-CESS Supporter**. All committee members will serve one-year terms on their committees. All committee members will serve one-year terms on their committees.

- a. *Review Election Process:* Trustees review officer expectations and election process and timeline. Trustees consider nominating self or others. *(February)*
 - b. *Nominations:* Trustees may submit nominations to the Executive Director or any member of the Board Development Committee. *(By April 30)*
 - c. *Acceptance of Nominations:* Board Development Committee contacts nominees to review expectations and to ask to accept or reject nomination. *(By May 15)*
 - d. *Preparation for Election:* Board Development Committee prepares and copies election ballots for Board Meeting. *(May Board Meeting)*
 - e. *Election:* Nominee who shares a few words and answers Trustee questions before leaving room for Board to elect the new Trustee by the vote of a **simple majority** whether or not the number of Trustees at the meeting is sufficient to constitute a quorum, or by the sole remaining Trustee. *(May Board Meeting)*
 - f. *Transference of Duties:* Outgoing and incoming officers attend final Steering Committee meeting in order to pass on key information and documents, and to answer logistical and critical questions that may arise. *(By June 30)*
5. **Time of Elections:** The board shall elect Trustees whose **terms begin July 1** of a given year at the May meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.

Section H: Terms

1. **Initial Board Year 1:** The term of office of all initial Trustees shall be 1 year.
2. **Initial Board After Year 1:** At the end of year 1, Trustees shall have staggered terms by designating approximately one-third of the trustees to 1, 2 and 3 year terms each.
3. **New Trustees:** The term of new Trustees will be either 2 or 3 years to be determined at the time of interview based on the needs of SF-CESS and its Board – including the need to stagger Trustee terms.
4. **Limit:** No Trustee, other than the Executive Director of SF-CESS may serve for more than **seven consecutive years**.

Section I: Duty to Maintain Board Confidences

Every Trustee has the duty to maintain the confidentiality of all Board actions, including discussions and votes. Any Trustee violating this confidence may be removed from the Board.

Section J: Resignation, Termination and Absences

1. **Resignation:** A Trustee may resign by giving **written notice** to the Board Chair. The resignation is effective on the giving of notice, or at any later date specified in the notice. A trustee may not resign if the Trustee's resignation leaves the corporation with less than the minimum number of Trustees or without a duly elected Trustee in charge of its affairs, without first giving notice to the California Attorney General.
2. **Termination:** A Trustee shall be dropped for excess absences from the Board if he or she has **three unexcused absences** from Board meetings in a year. A Trustee may be removed without cause as provided by the California Nonprofit Public Benefit Corporation Law, by a **two-thirds vote** of the remaining Trustees. The Board may remove any Trustee who:

The body to which such disclosure is made shall thereupon determine, by CONSENSUS, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist or can reasonably be construed to exist, such person shall not vote on, nor use her/ his personal influence on, nor be present during the discussion or deliberations with respect to such transaction (other than to bring factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.

Section P: Advisory Board

SF-CESS will recruit members of an Advisory Board who will have no official voting, decision-making or supervisory authorities or powers. The purpose of these members will be to provide their expertise and experience in the form of advise, political clout, name recognition, resources and other means to support the SF-CESS mission and vision. The Advisory Board will convene annually (participation by phone will be acceptable for extraordinary circumstances) for a "State of the Center" update and to provide strategic planning support. There is no term limit to members of the Advisory Board.

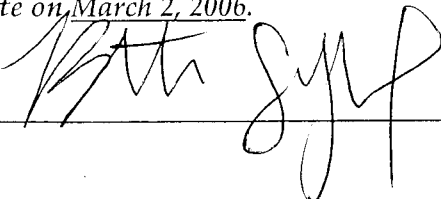
ARTICLE VI - DIRECTOR AND STAFF

The Board hires the Executive Director. The Executive Director has day-to-day responsibility for SF-CESS, including holding its vision and carrying out its mission, goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of SF-CESS, answer questions of Trustees, and carry out the duties described in the Executive Director job description.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board. Proposed amendments must be submitted to the Steering Committee to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Trustees by a two-thirds majority vote on March 2, 2006.



, Secretary

3/2/06

Date

Part IV. Narrative Description of your Activities.

SF-CCESS will make an impact on the design and sustainability of new and existing small schools in San Francisco by providing coaching, technical assistance and professional development to a network of schools focused on equity, inquiry and achievement. By sharing best practices and advocating for the conditions necessary for schools to be equitable and high performing, SF-CCESS hopes to make a significant contribution to achievement and the lives of children in the San Francisco-Bay Area, as well as throughout the nation.

SF-CCESS will serve as one of 21 regional centers affiliated with the National CES, Coalition of Essential Schools, a non-profit. SF-CCESS also will affiliate and collaborate with BayCES, Bay Area Coalition of Essential Schools, a non-profit, in an effort to provide service to the larger SF-Bay Area. SF-CCESS will provide coaching, technical assistance and professional development to a network of schools and their communities linked by common values, so that they may articulate a vision of achievement and equity, assess where they are relative to that vision, and determine a path that will move them closer to its realization. SF-CCESS' intends to impact the small school reform movement locally and nationally.

SF-CCESS joins the San Francisco Foundation, a non-profit, and many education reform experts in the belief that enrolling minority and low-income students in small schools (up to 400 students) is an important step towards improving student achievement. We also believe that small, equitable and high performing schools require more than just "scaling down". Successful small schools must be places where high expectations, and as a result the personalization that is needed, are valued and evident in the school's design, curriculum and pedagogy, decision-making, and systems to involve community.

SF-CCESS will lead efforts to create the conditions required to sustain successful small schools that will accelerate achievement of our historically underserved students by **providing coaching, technical assistance, professional development and networking** opportunities to our schools, their districts and communities in the high-leverage areas of teaching and learning, instructional leadership, school design and professional development, and community connections for additional student support. Our Coach

Consultants will work with their schools as content providers, change agents, critical friends, and facilitators. With their schools, they will set and meet concrete and attainable achievement goals each year. Based on school priorities, coaching activities will include working with teachers on practice, curriculum, beliefs, and values, facilitating the creation and maintenance of professional learning communities, and building leadership capacity of school positional and teacher leaders.

Part V. Compensation and other Financial Arrangements with Your Officers, Directors, Trustees, Employees, and Independent Contractors Independent Contractors

8a. Yes

8b. SFCESS would have a contract with coaching consultants hired as independent contractors.

8c. At present we have no coaching consultants. SFCESS has not identified anyone to hire as coaching consultants, however anyone hired would have extensive qualifications and experience in this field.

8d. The Board of Trustees would approve contractual arrangements.

8e. Using Salary Surveys and Compensation tables agreed upon by both parties.

8f. Not Applicable, no contracts in force.

Part VI.

1a. In carrying out our exempt purposes SFCESS provides coaching, technical assistance, professional development, and networking to individual teachers, students and parents.

2a. By carrying out our exempt purposes SFCESS provides coaching, technical assistance, professional development, and networking to schools.

Part VIII Your Specific Activities

4a. At this time, we do not have a comprehensive fundraising program. However, we do not wish to preclude ourselves from the fundraising opportunities open to us. We do not anticipate contracting with any fundraising organization but will be doing all our fundraising in-house.

4d. We will fundraise in the state of California only.

4e. We do anticipate being asked to act as fiduciary agent for individual schools as a requirement of large grant requests. SFCESS would be directing funds to the schools per the grant requirements for work accomplished at the school.

10a. Yes, we will be publishing school curriculums, a book of reflections by teachers and students and pod cast of it. We would base any fees on actual cost of production and distribution. Our distribution would be coordinated with workshops and panels held by SFCESS.

13a. Yes

13b. We anticipate applying for large grants that would be distributed, in turn, to individual schools for the purpose of coaching or professional development of teachers, students, parents, which fulfills our purpose.

13c. We do not have any contracts at the present time.

13d. Not Applicable, no recipient organization.

13e. We will keep accurate records, available for inspection by the grant maker, and according to terms set up in the grant.

Federal Form 1023, Applicant Name: SFCESS

EIN Applied For

13f. There will be a rigorous application process, the prospective school must demonstrate previous history and capacity. There will be an action plan, a timeline, and budget, all aligned, to create benchmark assessments by the school receiving the grant. These assessments will be done at specific intervals, concluding with a comprehensive final report.

i. We will require an application form. We do not have one developed presently.

ii. We will require a grant proposal. The document will outline the responsibilities of the grantor and grantee, will obligate the grantee to use grant funds only for the grant purpose, will require periodic reports, will require a final report and accounting of funds. The grant proposal will acknowledge that grant funds can be withheld or recovered if funds are misused.

13g. We will require an accounting of funds; using past audited financials as a guide and comparison for scope of operation and past practice, we will require an organizational budget and a project budget.

15a. SFCESS grew from lessons learned and successes at Leadership High School. SFCESS will maintain a close relationship with and seek consultants from Leadership High School, Bay Area Coalition of Essential Schools, Coalition of Essential Schools, and National School Reform Faculty.

Part IX Financial Data

YE 6/30/06

Line 9 Detail: School Coaching	\$48,000
Event Revenue	1,500
Workshops	15,600
Consulting	300

Line 23 Detail: Equipment	\$5,000
Supplies	3,000
Copying	1,000
Meeting expenses	3,750
Parking/Transportation	1,000
Event expenses	2,500
Prof. Development	1,000

YE 6/30/07

Line 9 Detail: School Coaching	\$51,000
Event Revenue	1,500
Workshops	17,600
Consulting	300

Line 23 Detail: Equipment	\$2,000
Supplies	4,500
Copying	1,250
Meeting expenses	4,250
Parking/Transportation	1,250
Event expenses	4,500
Prof. Development	1,250

YE 6/30/08

Line 9 Detail: School Coaching	\$54,000
Event Revenue	1,500
Workshops	19,600
Consulting	300

Line 23 Detail: Equipment	\$2,000
Supplies	5,000
Copying	1,500
Meeting expenses	4,750
Parking/Transportation	1,500
Event expenses	5,000
Prof. Development	1,250

Part X Public Charity Status

1b. Provision regarding purpose of organization is found in California Incorporation pages on Page 1, Article IV, Part A.

Provision regarding dissolution is found in California Incorporation pages on Page 1, Article V, Paragraph 1.

Federal Form 1023,

Applicant Name: SFCESS

EIN: Applied For

4. It is the intent of the Executive Director and Board to operate as a private operating foundation.

Form **SS-4**

(Rev. December 2001)

Department of the Treasury
Internal Revenue Service**Application for Employer Identification Number**(For use by employers, corporations, partnerships, trusts, estates, churches,
government agencies, Indian tribal entities, certain individuals, and others.)

▶ See separate instructions for each line. ▶ Keep a copy for your records.

EIN

OMB No. 1545-0003

Type or print clearly.	1 Legal name of entity (or individual) for whom the EIN is being requested <u>San Francisco Coalition of Essential Small Schools</u>				
	2 Trade name of business (if different from name on line 1)		3 Executor, trustee, "care of" name <u>Gregory Peters</u>		
	4a Mailing address (room, apt., suite no. and street, or P.O. box) <u>1095 Market St. Suite 504</u>		5a Street address (if different) (Do not enter a P.O. box.) <u>3230 Suter St.</u>		
	4b City, state, and ZIP code <u>San Francisco, CA 94103-1628</u>		5b City, state, and ZIP code <u>Oakland, CA 94602</u>		
	6 County and state where principal business is located <u>San Francisco, California</u>				
	7a Name of principal officer, general partner, grantor, owner, or trustor <u>Gregory Peters</u>		7b SSN, ITIN, or EIN <u>038-46-4386</u>		
8a Type of entity (check only one box) <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Sole proprietor (SSN) _____ <input type="checkbox"/> Partnership _____ <input type="checkbox"/> Corporation (enter form number to be filed) ▶ _____ <input type="checkbox"/> Personal service corp. _____ <input type="checkbox"/> Church or church-controlled organization _____ <input checked="" type="checkbox"/> Other nonprofit organization (specify) ▶ <u>educational</u> <input type="checkbox"/> Other (specify) ▶ _____ </div> <div style="width: 48%;"> <input type="checkbox"/> Estate (SSN of decedent) _____ <input type="checkbox"/> Plan administrator (SSN) _____ <input type="checkbox"/> Trust (SSN of grantor) _____ <input type="checkbox"/> National Guard <input type="checkbox"/> State/local government <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military <input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises Group Exemption Number (GEN) ▶ _____ </div> </div>					
8b If a corporation, name the state or foreign country (if applicable) where incorporated <table style="width:100%; border: none;"> <tr> <td style="border: none; width: 40%;">State <u>California</u></td> <td style="border: none; width: 60%;">Foreign country _____</td> </tr> </table>				State <u>California</u>	Foreign country _____
State <u>California</u>	Foreign country _____				
9 Reason for applying (check only one box) <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input checked="" type="checkbox"/> Started new business (specify type) ▶ <u>non-profit - 501(c)(3)</u> <input type="checkbox"/> Hired employees (Check the box and see line 12.) _____ <input type="checkbox"/> Compliance with IRS withholding regulations _____ <input type="checkbox"/> Other (specify) ▶ _____ </div> <div style="width: 48%;"> <input type="checkbox"/> Banking purpose (specify purpose) ▶ _____ <input type="checkbox"/> Changed type of organization (specify new type) ▶ _____ <input type="checkbox"/> Purchased going business _____ <input type="checkbox"/> Created a trust (specify type) ▶ _____ <input type="checkbox"/> Created a pension plan (specify type) ▶ _____ </div> </div>					
10 Date business started or acquired (month, day, year) <u>July 2005</u>		11 Closing month of accounting year <u>June</u>			
12 First date wages or annuities were paid or will be paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year) ▶ <u>in next 30 days</u>					
13 Highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "-0-". ▶		Agricultural	Household		
		Other <u>1-2</u>			
14 Check one box that best describes the principal activity of your business. <div style="display: flex; flex-wrap: wrap;"> <div style="width: 50%;"> <input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing <input type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance </div> <div style="width: 50%;"> <input type="checkbox"/> Health care & social assistance <input type="checkbox"/> Wholesale-agent/broker <input type="checkbox"/> Accommodation & food service <input type="checkbox"/> Wholesale-other <input type="checkbox"/> Retail <input checked="" type="checkbox"/> Other (specify) <u>educational</u> </div> </div>					
15 Indicate principal line of merchandise sold; specific construction work done; products produced; or services provided. <u>Providing coaching, technical assistance, professional development and networking</u>					
16a Has the applicant ever applied for an employer identification number for this or any other business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Note: If "Yes," please complete lines 16b and 16c.					
16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above. Legal name ▶ _____ Trade name ▶ _____					
16c Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known. Approximate date when filed (mo., day, year) _____ City and state where filed _____ Previous EIN _____					
Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.				
	Designee's name		Designee's telephone number (include area code) ()		
	Address and ZIP code		Designee's fax number (include area code) ()		
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.			Applicant's telephone number (include area code) <u>(415) 992-5007</u>		
Name and title (type or print clearly) ▶ <u>G. Peters, Exec Director</u>			Applicant's fax number (include area code) () <u>N/A</u>		
Signature ▶ <u>[Signature]</u> Date ▶ <u>7-30-06</u>					

For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Cat. No. 16055N

Form **SS-4** (Rev. 12-2001)